

NC Aquaculture Association

By-Laws

(Adopted April 2, 2007)

Article I

Purpose: This **Non-Profit, 501(c)5**, Corporation is organized and exists for the purpose of providing support through promotion, marketing and other beneficial acts to strengthen, expand and diversify the industries of Freshwater and Marine Aquaculture in North Carolina.

Article II

Offices: The principal office of this Corporation shall be located in the North Carolina Department of Agriculture and Consumer Services, Raleigh, NC. Other locations may be used for the transaction of business as determined by the Board of Directors.

Article III

Section 1. Members

Classes of Members: There shall be six categories of membership in the Association. These are divided into voting and non-voting categories. Voting membership includes: Active, Support Industry and Government/University and Honorary categories. Non-voting membership includes: Student and Associate. Membership in these classes is contingent on the payment of dues. Other than Honorary, all memberships shall run from January 1 through December 31 annually. Honorary memberships are issued for the lifetime of the individual.

Section 2. Voting Members

Active: Active members will be any individual, partnership or corporation engaged in aquacultural production. This is identified by the fact they are licensed or permitted by the N C Department of Agriculture and Consumer Services to commercially operate in the production of aquatic animals or plants or who hold a shellfish lease or other permission to commercially produce marine or estuarine fish, shellfish or crustacean in North Carolina,

by the Division of Marine Fisheries. Membership in this category is limited to those who derive a portion of their income directly from aquaculture.

Support Industry: Support Industry membership shall include individuals or representatives of companies or corporations that provide logistic, material or technical support to some portion of the aquaculture industry. Members may include entities including but not be limited to the sale of feed, aerators, nets, processing equipment, pharmaceuticals, pumps, line, wire, bags and other materials and equipment or consultants. This includes those individuals and companies permitted or licensed by the NC Department of Agriculture and Consumer services to operate commercial fee fishing facilities or to transport fish into the state or otherwise possess aquatic animals.

Government/University: University, College and Community College, State Agency and Federal Agency representatives are included in this category. Membership is required at the program or divisional level.

Honorary: Membership in this category is reserved for individuals who have provided outstanding service to the industries of aquaculture in North Carolina. This designation is established by majority vote of the Board of Directors. It should be limited primarily to retired individuals or those individuals who are no longer directly involved in the production of aquatic animals or whose duties have changed significantly relative to their previous responsibilities. It may also be offered to individuals in related fields who have provided outstanding service to aquaculture in North Carolina.

Section 3. Non-voting Members

Student: Student members will be individuals attending an accredited university, Community College or public/private High School, who is interested in aquaculture in North Carolina.

Associate: This shall include individuals who are interested in the development of aquaculture in North Carolina. This may be for profit or simply for personal interest.

Section. 4 Voting Rights

Only voting members (Active, Support Industry, Government/University and Honorary) shall have voting privileges and be eligible to hold office in the association. Each voting membership is entitled to a single vote.

Non-voting members (Student and Associate) may participate in discussions, and receive all benefits of the Association other than voting or holding office.

Section. 5 Termination or Suspension of Membership

By two-thirds majority vote at a regularly scheduled meeting, the Board may suspend or terminate any member whose actions are deemed detrimental to the goals, objectives, and programs of the Association.

Membership shall be suspended upon non-payment of dues. Termination shall occur if dues are not paid within 90 days of notification.

Section. 6 Annual Membership Dues

Active: \$50

Support Industry: \$250

Government/University: \$250

Student - \$10

Associate \$25

Honorary – No dues shall be required.

Article IV

Meeting of Members and Board

Section 1. There shall be an annual meeting of this corporation to be held in the first quarter of the year at a time and place determined by the Board.

Section 2. Board of Directors meetings shall be held quarterly. Such meeting may be delayed or cancelled if it is determined that there is an inadequate agenda, scheduling conflicts or other actions, which would prevent adequate attendance to justify the meeting. Such a decision shall

require the concurrence of the President, Vice President, Secretary and Treasurer.

Section 3. Special meetings may be called by the president, or a majority of the Board, or by petition of a minimum of 20% of the voting members.

Section 4. Notice of all meetings shall be posted on the NC Department of Agriculture and Consumer Service's web site. All members shall be notified of the location and time of the annual meeting at the time of billing for dues.

Section 5. Representation by Proxy is allowed for any voting member so long as the member executes it in writing and it is delivered to the Secretary prior to voting.

Section 6. Meetings shall be conducted in compliance with Roberts Rules of Order and shall explicitly provide opportunities for members to bring items to the attention of the Board, for discussion at regular or called meetings.

Section 7. A quorum for purposes of conducting the business of the Association shall be a minimum of five (5) members of the Board including Officers.

Article V

Board of Directors

Section 1. A Board of Directors, hereafter known as the Board, is hereby established to conduct the business of this Association. It shall be composed of nine (9) members. A simple majority of five (5) board members represents a quorum for conducting business.

Section 2. Eight (8) Directors shall be elected with the following qualifications at the annual meeting. All must be voting members of the NC Aquaculture Association in good standing.

In addition one Director shall be an Employee of the NC Department of Agriculture and Consumer Services assigned by the Commissioner of Agriculture. This Director shall also serve as the Treasurer.

Section 3. Terms for Directors shall be for four (4) years with staggered initial terms. Four Directors seats shall be designated as serving an initial 2 year term. The four (4) other Directors shall serve a four (4) year term. Upon expiration of this initial term, Directors shall be elected for four (4) year terms. Directors may succeed themselves.

Section 4. Term for Officers shall be two (2) years.

Section 5. Nomination of a slate of officers shall be prepared by a committee, appointed by the President. Other than for the initial slate of Officers, nominees to hold the Offices of President, Vice President and Secretary shall have served a minimum of one term on the Board prior to their election as an Officer. The nominating committee shall be composed of three (3) members of the Board. At the annual meeting following the election of the Board, the first order of business will be the selection of Officers by the Board. In presenting nominees for Board membership, the nominating committee shall strive to represent the diversity of aquaculture operations in North Carolina.

Section 6. Vacancies on the board shall be filled by vote of the board with a person having the qualifications to fill the position. The replacement shall be for the entirety of the unexpired term of the predecessor.

Section 7. Compensation for Board members shall not include salary or reimbursement for expenses including travel and lodging. Should a Director be assigned tasks other than those related to meetings, special meetings or nomination committees, the Board may vote to provide a set amount of reimbursement, not to exceed rates established by the State of North Carolina and the Internal Revenue Service.

Article VI

Officers:

Section 1. The officers of the Corporation shall be a President, Vice President, a Secretary, and a Treasurer.

Section 2. Election, term of office, and tenure. The President, Vice President and Secretary of the Association shall be elected by the Board of Directors. This shall occur every even numbered year at the annual meeting

of the Association. Each officer shall hold office for two year and until their duly elected successor takes office.

Section 3. Removal of an officer from office may be accomplished by majority vote of the Board only when it is felt to be in the best interest of the Association to do so. Unexcused absences for two (2) consecutive board meetings may be considered as a reason for removal.

Section 4. Should a vacancy occur, a replacement shall be selected by the Board to fill the remainder of the unexpired term.

Section 5. The President shall be the principal executive officer of the Corporation. The President shall in general, supervise and control the daily business and affairs of the Corporation. The President may with the support of a majority of the members of the Board, execute contracts and commitments on behalf of the Association. The President shall be responsible for maintaining the operation of the Association in compliance with the By-Laws.

Section 6. The Vice President shall act on behalf of the President at such times that the President is absent, unable or refuses to follow the directives of the Board. This position shall serve as the Sergeant-at-Arms relative to administration of the procedures of Roberts Rules of Order.

Section 7. The Treasurer shall have charge of and custody of, the funds of the Corporation. The Treasurer shall be responsible for the deposit of funds, payment of debts. The Treasurer shall ensure that the Corporations assets are kept in a manner accountable to the Board and membership. The Treasurer shall provide to the Board a quarterly accounting of the financial status of the Corporation. The Treasurer shall be responsible for complying with applicable reporting requirements to the Secretary of State, Revenue Department and Internal Revenue Service.

Section 8. The Secretary shall keep the minutes of meetings and be responsible for the maintenance of records and files of the corporation. The Secretary shall insure that notices of all meetings are noticed as required in the By-Laws. Minutes of meetings shall be provided to the Board at the succeeding meeting for approval.

Article VIII

Finance: Contracts may be entered in upon by majority vote of the Board when it is determined that such a commitment will be in the best interest of the Corporation.

Article IX

Amendments to By-Laws

These By-Laws may be altered, amended, or repealed, and new By-laws may be adopted by majority vote of members present at the annual meeting at the annual NC Aquaculture Association. Amendments to the By-Laws that are to be considered at the Annual Meeting must be provided to the Board by January 1. Such proposals shall be included in the notice of the Annual Meeting.